

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

WITHDRAWAL OF CLAIM

Debtor Name and Case Number:	<input checked="" type="checkbox"/> Motors Liquidation Company, Case No. 09-50026 <input type="checkbox"/> MLC of Harlem, Inc., Case No. 09-13558 <input type="checkbox"/> MLCS, LLC, Case No. 09-50027 <input type="checkbox"/> MLCS Distribution Corporation, Case No. 09-50028 <input type="checkbox"/> Remediation and Liability Management Company, Inc., Case No. 09-50029 <input type="checkbox"/> Environmental Corporate Remediation Company, Inc., Case No. 09-50030
Creditor Name and Address:	3M COMPANY c/o Donald J. Cameron, Jr. P.O. Box 1980 MERTSTOWN, NJ 07968
Claim Number (if known):	59683
Date Claim Filed:	November 27, 2009
Total Amount of Claim Filed:	See Pider to Attached Proof of Claim

I, the undersigned, am the above-referenced creditor, or an authorized signatory for the above-referenced creditor. I hereby withdraw the above-referenced claim and authorize the Clerk of this Court, or their duly appointed Claims Agent, to reflect this withdrawal on the official claims register for the above-referenced Debtor.

Dated: 10.6.10

Print Name:

Title (if applicable):

Bressler Amery & Ross, P.C.
[Signature]
on behalf of 3M Company
Donald J. Cameron, Jr.
Attorneys for
3M Company



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
<p>Name of Debtor (Check Only One)</p> <p><input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation)</p> <p><input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC)</p> <p><input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)</p> <p><input type="checkbox"/> MLC of Harlem, Inc (f/k/a Chevrolet Saturn of Harlem, Inc)</p>	<p>Case No</p> <p>09-50026 (REG)</p> <p>09-50027 (REG)</p> <p>09-50028 (REG)</p> <p>09-13558 (REG)</p>	<p style="text-align: center;">THE GARDEN CITY GROUP, INC.</p> <p style="text-align: center;">NOV 27 2009</p>
<p><small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small></p>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property) 3M Company</p> <p>Name and address where notices should be sent</p> <p>Donald J. Camerson, II, Esq.</p> <p>Bressler, Amery & Ross, P.C.</p> <p>P.O. Box 1980</p> <p>Morristown, NJ 07962</p> <p>Telephone number 973.514.1200</p> <p>Email Address djcamerson@bressler.com</p>	<p><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim</p> <p>Court Claim Number _____</p> <p>(If known)</p> <p>Filed on _____</p>	
<p>Name and address where payment should be sent (if different from above)</p> <p style="text-align: center;">FILED - 59683</p> <p style="text-align: center;">MOTORS LIQUIDATION COMPANY</p> <p style="text-align: center;">F/K/A GENERAL MOTORS CORP</p> <p style="text-align: center;">SDNY # 09-50026 (REG)</p> <p>Telephone number _____</p>	<p><input checked="" type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars</p> <p>See attached Rider</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case</p>	
<p>1 Amount of Claim as of Date Case Filed; June 1, 2009 \$ See attached Rider.</p> <p>(If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5)</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges</p>		<p>5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(n). If any portion of your claim falls in one of the following categories, check the box and state the amount</p> <p>Specify the priority of the claim</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4)</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7)</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)</p> <p><input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 507(b)(9) (& 507(a)(2))</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)()</p> <p style="text-align: right;">Amount entitled to priority</p> <p style="text-align: right;">\$ _____</p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small></p>
<p>2 Basis for Claim See attached Rider (environmental liability)</p> <p>(See instruction #2 on reverse side)</p>		
<p>3 Last four digits of any number by which creditor identifies debtor _____</p> <p>3a Debtor may have scheduled account as _____</p> <p>(See instruction #3a on reverse side)</p>		
<p>4 Secured Claim (See instruction #4 on reverse side)</p> <p>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information</p> <p>Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other</p> <p>Describe _____</p> <p>Value of Property \$ _____ Annual Interest Rate _____ %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____</p> <p>Basis for perfection _____</p> <p>Amount of Secured Claim \$ _____ Amount Unsecured \$ Balance; see Rider</p>		
<p>6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim</p> <p>7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary (See instruction 7 and definition of "redacted" on reverse side)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING</p> <p style="text-align: center;">See attached Rider</p> <p>If the documents are not available, please explain in an attachment</p>		
<p>Date 11/25/09 Signature The person filing this claim must sign. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any</p>		<p style="text-align: center;">FOR COURT USE ONLY</p>

**Rider to Proof of Claim filed by 3M Company in *In re: Motors Liquidation Company*
(f/k/a General Motors Company), et al.**

Case No. 09-50026 (REG)

This Proof of Claim is being submitted on behalf of 3M Company ("3M"), as a member of the ARC Site Performing Parties Group. The members of the ARC Site Performing Parties Group are identified on Exhibit A.

On June 15, 2007, eleven parties, including General Motors Corporation ("GM" or "Debtor") and the other members of the ARC Site Performing Parties Group, and the United States Environmental Protection Agency ("USEPA") entered into a Consent Decree covering Remedial Design/Remedial Action activities relating to Operable Unit 2 ("CD OU-2") at the Atlantic Resources Superfund Site ("ARC Site") located in Sayreville, New Jersey. Pursuant to the Consent Decree, entered under the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act, 42 U.S.C. § 9601 et. seq. ("CERCLA"), the parties, including GM, assumed responsibility for remedial design and remedial action activities at the ARC Site. The parties also agreed to perform the remedial design activities at the Horseshoe Road Drum Dump, which is part of the Horseshoe Road Superfund Site ("Horseshoe Road Site") in Sayreville, New Jersey. A true and correct copy of the OU-2 Consent Decree is attached hereto as Exhibit B.

Some of these parties, including GM, had previously signed Administrative Orders on Consent relating to other removal/remediation actions and investigatory activities at the ARC Site and the Horseshoe Road Site. Pursuant to these Administrative Orders on Consent, as well as CD OU-2, the members of the ARC Site Performing Parties Group, including GM, agreed to fund certain remedial design, remedial action and investigatory activities at the above Sites. GM

also entered into ARC Site Performing Parties Group Agreements,¹ under which it also agreed to pay response costs incurred pursuant to CD OU-2, and other related costs

Documents, records and other information collected by USEPA indicate that GM arranged for the disposal of hazardous substances at ARC. These records establish that GM may be liable for response and/or remediation costs which may be incurred in the future, in order to clean up the Sites under Section 107(a) of CERCLA. Section 113 (f) of CERCLA provides that potentially responsible parties, such as the ARC Site Performing Parties Group, may seek contribution from other potentially responsible parties for response costs incurred or which may be incurred in connection with a site

3M and the other members of the ARC Site Performing Parties Group, therefore, seek any and all such future costs that GM may be responsible for as a component of this Proof of Claim. The exact amount of this claim is currently unknown, but is estimated to be \$226,800 00, which includes the remaining costs for Operable Unit 2, as well as future costs that may be required as a result of the recent entry of a Record of Decision for Operable Unit 3. In addition to the claim for \$226,800.00, there may be future unknown costs, such as natural resources damages, oversight costs, torts, or other alleged damages and costs by the USEPA, other government agencies or private parties, for which GM is also obligated

The ARC Site Performing Parties Group believes that any "claim" that it may have against GM and/or any of the Debtors for future response costs may not have arisen before the bankruptcy petition at issue was filed. To the extent that any such cause(s) of action accrued and/or will accrue post-petition and/or after confirmation of a Plan of Reorganization in these

¹ In accordance with the confidentiality obligations under the ARC Site Performing Parties Group Agreement, the ARC Site Performing Parties Group is not at this time submitting copies of the Agreements with this Proof of Claim. It is presumed that GM, as a party to the Agreements, is in possession of its own copies and is familiar with their terms

bankruptcy proceedings, the ARC Site Performing Parties Group believes and contends that, in such case, its rights against GM, any and all of the Debtors, or any "Reorganized Debtor" will survive confirmation, including the discharge injunction of 11 U.S.C. § 1141(d) (*see Avellino & Bienes v M Frenvill Co, Inc (In re Frenville)*, 744 F 2d 332 (3rd Cir 1984) and its progeny). Accordingly, 3M and the ARC Site Performing Parties Group do not waive, but hereby expressly reserve and preserve, the right to (1) bring an action before this Court or another court of competent jurisdiction seeking a declaratory judgment that some of the ARC Site PRP Group's cause(s) of action against GM and/or any of the Debtors did not arise pre-petition; (2) bring an action before this Court or another court of competent jurisdiction seeking a declaration of the date or dates upon which any such causes of action, or part thereof, arose or will arise, and (3) assert any and/or all claims against GM, any of the Debtors, and/or against any Reorganized Debtor, within or outside these bankruptcy proceedings, for any claims for response and or remediation costs incurred or which may be incurred in connection with the Sites

In addition to the foregoing, and notwithstanding any assertion to the contrary, 3M expressly reserves all rights to amend this proof of claim and this Rider as may be necessary to adjust the amount asserted herein or to supplement this claim in any way. This proof of claim is submitted without prejudice to any other rights and/or claims held by 3M or any of its affiliates, subsidiaries, divisions or departments as against Debtor and/or any of Debtor's parents, subsidiaries or affiliates

By virtue of filing this Proof of Claim, 3M does not consent to the jurisdiction of this Court to hear any proceeding, motion or other matter related to the Claim or any other rights of 3M apart from the Claim, and the Claim shall not be deemed to constitute such consent

EXHIBIT A

ARC Performing Parties Group

Advanced Environmental Technology Corporation
Chevron Environmental Management Co./Kewanee Industries, Inc.
Essex Chemical Corporation
Fry's Metals, Inc.
ICI America's Inc.
Johnson & Johnson
Lionetti Oil Recovery, Inc
Minnesota Mining and Manufacturing Company (n/k/a 3M Company)
Novartis Pharmaceuticals Corporation
Permacel, A Nitto Denko Co.
Union Carbide Corporation